

RECORDATION NO. 24428-J FILED

NOV 03 '06

2-21 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

November 1, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 13, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24428.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: FGDI, L.L.C.
19901 N. Dixie Hwy.
Bowling Green, OH 43402

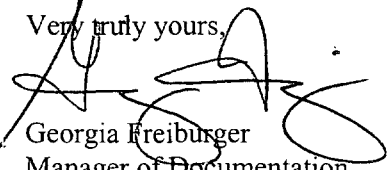
A description of the railroad equipment covered by the enclosed document is fifty-two (52) 4550/4750 cu. ft. covered hopper cars, with FURX, NDYX and RUSX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(FGDI018)

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ASSGN. NO.: FGDI018

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

October, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FGDI, L.L.C., ("Lessee"), a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 22, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 26, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKYTitle: Mgr. of Documentation Executed on this 13th day of October, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of October, 2006.Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

FGDI, L.L.C.

ATTEST:

By: Robert W. Obrock

Name: Robert W. Obrock

Title: VP- COO

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF OHIO

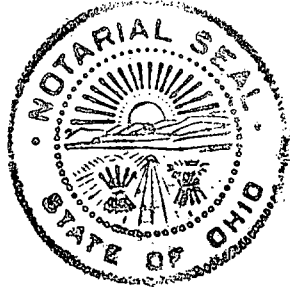
COUNTY OF WOOD

I, DONALD EUGENE FINCH, a Notary Public of the County and State aforesaid, certify that ROBERT W. OBROCK personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of November, 2006.

Commission Expires:

5/22/08
(Notary Public)



Donald Eugene Finch
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Fifty-two (52)
- II. DESCRIPTION OF CARS: 4550-4750 cubic foot capacity covered hopper cars with gravity discharge gates
and trough hatches

III. CAR NUMBERS:

FURX 814205	FURX 815423	FURX 832143
FURX 814206	FURX 815429	FURX 832144
FURX 814207	FURX 815430	FURX 832158
FURX 814220	FURX 815436	FURX 832164
FURX 815281	FURX 815467	FURX 832166
FURX 815302	FURX 815493	FURX 832173
FURX 815333	FURX 827589	FURX 832175
FURX 815350	FURX 828324	FURX 832180
FURX 815354	FURX 828329	FURX 832197
FURX 815367	FURX 828343	NDYX 488335
FURX 815382	FURX 828376	RUSX 488105
FURX 815384	FURX 828751	RUSX 815396
FURX 815387	FURX 828868	RUSX 815397
FURX 815389	FURX 828960	RUSX 815428
FURX 815400	FURX 829614	RUSX 815433
FURX 815401	FURX 830270	RUSX 815476
FURX 815408	FURX 830813	Count: 52
FURX 815413	FURX 831048	